

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

In re:	:	CHAPTER 11
	:	
ROTONDO WEIRICH	:	BANKRUPTCY NO. 15-16146(ELF)
ENTERPRISES, INC.	:	
	:	
Debtor	:	
	:	
In re:	:	CHAPTER 11
	:	
ROTONDO WEIRICH, INC.	:	BANKRUPTCY NO. 15-16147(ELF)
	:	
Debtor	:	
	:	
In re:	:	CHAPTER 11
	:	
THREE NORTH POINTE	:	BANKRUPTCY NO. 15-16148(ELF)
ASSOCIATES, LLC	:	
	:	
Debtor	:	
	:	
In re:	:	CHAPTER 11
	:	
RW LEDERACH, LLC	:	BANKRUPTCY NO. 15-16149(ELF)
	:	
Debtor	:	
	:	
In re:	:	CHAPTER 11
	:	
RW 675, LLC	:	BANKRUPTCY NO. 15-16150(ELF)
	:	
Debtor	:	
	:	
In re:	:	CHAPTER 11
	:	
RW MOTORSPORTS, INC.	:	BANKRUPTCY NO. 15-16151(ELF)
	:	
Debtor	:	
	:	

**INTERIM ORDER AUTHORIZING THE USE OF CASH COLLATERAL
AND THE GRANT OF ADEQUATE PROTECTION**

AND NOW, this ^{rk}4 day of September, 2015, upon consideration of the Debtors' Motion for Entry of an Order, Pursuant to 11 U.S.C. §363(c) and Fed.R.Bankr.P. 4001, Authorizing Debtors to Use Cash Collateral and Provide Adequate Protection (the "Motion"), and after notice and hearing and with the consent of Univest Bank and Trust Company ("Univest"), it is hereby **ORDERED** that:

1. The Debtors are authorized to use "cash collateral" as that term is defined in §363(a) of the Bankruptcy Code ("Cash Collateral") during the period from the date of the commencement of their Chapter 11 cases (the "Petition Date") through September 25, 2015.

2. The Debtors' use of Cash Collateral through September 25, 2015, shall be for the purposes of paying all reasonable and necessary expenses related to the operation of their businesses including, all trust fund payroll taxes, in accordance with the budget attached to this Order as Exhibit "A."

3. To the extent of any diminution in value of the pre-petition Cash Collateral of Univest, Univest is hereby granted valid, binding, enforceable and perfected post-petition replacement liens on each of the respective Debtors' assets which are created, acquired, or arise after the Petition Date, but limited to only those types and descriptions of collateral in which Univest holds a pre-petition lien or security interest (the "Replacement Liens"). The Replacement Liens shall have the same priority and validity as Univest's pre-petition security interests and liens.

4. This Order authorizing the use of Cash Collateral shall be sufficient and conclusive evidence of the validity of Univest's Replacement Liens upon the Debtors' post-petition Cash Collateral without the necessity of filing or recording by Univest of any financing statements, or other documents which may otherwise be required under the laws of any

jurisdiction or the taking of any action to validate or protect the post-petition replacement security interests and liens granted to Uninvest by this Order.

5. The Debtors shall maintain adequate insurance coverage in an amount acceptable to Uninvest on all of the collateral subject to Uninvest's security interests and liens and shall list Uninvest as a loss payee to the extent and priority of its security interests and liens.

6. This Order is without prejudice to the rights of the Debtors, their creditors, any trustee appointed herein, or other parties in interest, to contest the validity, extent or priority of any rights granted to Uninvest by any pre-petition loan agreement or any security interest arising out of or related to any such pre-petition loan agreement.

7. This Order is without prejudice to the rights of the parties to seek any further or different relief after the expiration of this interim period, or modification of this Order.

8. A further hearing to consider whether the Debtors' use of Cash Collateral can be extended beyond September 25, 2015, shall be held on **September 21, 2015 at 11:00 a.m. before the Honorable Eric L. Frank, Chief United States Bankruptcy Judge, in Courtroom No. 1, Robert N.C. Nix Sr. Federal Building, 900 Market Street, Philadelphia, PA 19107.**

9. The entry of this order does not waive or prejudice any parties' respective rights with regard to claims related to (a) the Subcontract Agreement dated March 26, 2014, between "Rotondo Weirich Enterprises, Inc./CML RW Security, LLC dba RW Companies" as subcontractor and SUNDT/LAYTON a joint venture, as contractor (Job No./Code: 14103-280000-SU) for the Richard J. Donovan Correctional Facility – Infill Complex Level II Dorms, (b) the Design Build Trade Contract Agreement dated May 7, 2013, between County of San Mateo, as owner, and Rotondo Weirich Enterprises, Inc., as trade contractor, for the Maple Street Correctional Center as thereafter assigned by an Assignment and Novation Agreement dated

May 7, 2013, between the owner, Sundt Layton, a joint venture, as construction manager and trade contractor, and (c) the Agreement dated September 2, 2014 between Rotondo Weirich Enterprises, Inc., as subcontractor and J.E. Dunn Construction Company, as contractor for CCA – Trousdale Project.

10. A copy of this Order shall be served on or before September 4, 2015, by Debtors' counsel upon (i) the consolidated list of thirty largest unsecured creditors in these bankruptcy cases, (ii) the Office of the United States Trustee, (iii) all parties who have timely filed requests for notices under Bankruptcy Rule 2002, (iv) counsel for Univest, and (v) all parties known to the Debtors to have liens on or a security interest in Cash Collateral.

BY THE COURT:

A handwritten signature in black ink, appearing to be 'Eric L. Frank', written over a horizontal line.

HONORABLE ERIC L. FRANK,
CHIEF U.S. BANKRUPTCY JUDGE

RW Companies
Schedule of Receipts and Disbursements
For the Weeks Ending

	<u>9/4/15</u>	<u>9/11/15</u>	<u>9/18/15</u>	<u>9/25/15</u>
Collections:				
Project — AR	76,534	117,462	17,731	73,728
Retainage	-	-	-	-
Weekly Payroll Funding	-	-	-	-
Joint Checks	1,000,807	671,698	574,487	15,000
Rents — 3rd Party	-	1,400	1,625	-
Other	-	-	-	-
Total Collections	<u>1,077,341</u>	<u>790,561</u>	<u>593,843</u>	<u>88,728</u>
Disbursements:				
Labor wages + taxes	61,273	28,779	12,904	43,617
Trade & Joint checks	1,000,807	671,698	560,387	-
Subcontractors	-	-	14,100	15,000
Employee Allowances	3,755	13,095	-	-
Salaries	-	49,592	-	35,228
Travel & Entertainment	-	13,077	-	-
Payroll processing	125	125	125	125
Health & Welfare	2,907	30,191	-	-
Other/Misc	-	-	-	-
Disbursements	<u>1,068,868</u>	<u>806,558</u>	<u>587,516</u>	<u>93,970</u>
Weekly cash flow operations	<u>8,474</u>	<u>(15,997)</u>	<u>6,327</u>	<u>(5,242)</u>
Other Disbursements				
Univest — LOC	-	-	-	-
Univest — RW675	-	-	-	-
Univest — RWL	-	-	-	-
Professional fees	-	-	-	-
Debtors counsel	-	-	-	-
Debtors FA	-	-	-	-
Debtors IB	-	-	-	-
Committee counsel	-	-	-	-
Committee FA	-	-	-	-
US Trustee Fees	-	-	-	-
Other	-	-	-	-
Total Other Disbursement	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Weekly Cash Flow	<u>8,474</u>	<u>(15,997)</u>	<u>6,327</u>	<u>(5,242)</u>
Beginning Cash	<u>20,000</u>	<u>28,474</u>	<u>12,476</u>	<u>18,803</u>
Ending Cash	<u>28,474</u>	<u>12,476</u>	<u>18,803</u>	<u>13,562</u>

RW Companies
Schedule of Receipts and Disbursement – Donovan
For the Weeks Ending

	<u>9/4/15</u>	<u>9/11/15</u>	<u>9/18/15</u>	<u>9/25/15</u>
Collections:				
Project – AR	76,534	27,462	17,731	34,674
Retainage	-	-	-	-
Weekly Payroll Funding	-	-	-	-
Joint Checks	1,000,807	671,698	560,387	-
Other	-	-	-	-
Other	-	-	-	-
Total Collections	<u>1,077,341</u>	<u>699,161</u>	<u>578,118</u>	<u>34,674</u>
Disbursements:				
Direct labor + taxes	61,273	11,144	12,904	27,954
Joint checks	1,000,807	671,698	560,387	-
Employee Per Diems	3,755	3,755	-	-
Health & Welfare	-	5,555	-	-
Other/Misc	-	-	-	-
Disbursements	<u>1,065,836</u>	<u>692,152</u>	<u>573,291</u>	<u>27,954</u>
Weekly cash flow operations	<u>11,506</u>	<u>7,008</u>	<u>4,827</u>	<u>6,720</u>
Cumulative Cash Flow	<u>11,506</u>	<u>18,514</u>	<u>23,341</u>	<u>30,061</u>

Cash Collateral Budget
Donovan Joint Checks

	Week ending				
	4-Sep	11-Sep	18-Sep	25-Sep	
Acorn		262,701.97			Prelimin Notice, June & July
Airgas			3,443.81		
Altitude					Electrical, started work in August , critical path
All County Fire			184.32		
Anchor 36			21,775.00		
Anemostat			16,980.35		
Arrowhead Direct			991.93		
Associated Ready Mix		284,698.53			Prelimin Notice
Azco Supply			12,842.32		
BC Wire and Rope			1,088.16		
Beck Oil			2,977.71		
Bielecki					Caulking, will start in later August, critical path
BJ's Rentals	18,420.93		18,420.93		Will need to continue renting
Bob's Crane Service		25,065.29			Prelimin Notice
Border Products Corp		1,247.99			Prelimin Notice
Casper Company			3,600.00		
CCC Group			23,798.49		
Caeser Bravo			6,350.00		
Coastal Building Group	45,140.60				Painting, critical path
Complete Trucking			1,300.00		
Dayton Superior			15,125.08		
Design Space Modular			1,632.75		
Elite Glazing	18,000.00				Glazing, critical path, from July pay app
Erico					
Estes Express Line			1,410.97		
FJ Willert Contracting					
Fabricated Extrusion	22,621.95				Gaskets, critical to supply materials
Global Security Glazing	127,662.88	-			Glazing, critical path, from July pay app
Hilti			865.86		
HD White Cap	151,122.09				Stop payment notice, will need to continue buying supplies
Heavy Transport			219,252.40		
Hub	23,135.61				Will need to continue buying supplies
Jimmy Hobbs			17,187.98		
Kenall	107,334.00				Lighting and controls supplier, critical path, includes what is due in June and July
KC Manufacturing			24,927.28		
Miller Transport			2,900.00		
Mobile Weld	5,466.00				Critical path welding subcontractor
Mod Space			2,744.71		
Mountain Materials		1,009.32			Prelimin Notice
Patterson			17,342.00		
Pennoni Associates			149.20		
PPG			102,761.90		
Premier			43.50		
Reprohaus			685.91		
CH Robinson			300.00		
RJC	470,707.00	90,303.00			WBE small business
Schaedler Yesco			3,376.53		
Secure Detention Products			15,922.10		
Sunbelt			3,110.97		
Tanner Nut and Bolt			16,067.25		
Walter's Electric	11,196.31				Stop payment notice
Westech Metal Fab		6,672.28	-		Prelimin Notice
Willoughby			827.11		
	<u>1,000,807.37</u>	<u>671,698.38</u>	<u>560,386.52</u>	<u>-</u>	